EXECUTIVE COMMITTEE

Roles and Responsibilities

As per the By-laws the Board will elect an Executive Committee to exercise some or all of the Board’s powers between Board meetings (except powers specifically reserved to the Board by law or by the GSTC By-Laws). The Executive Committee will assume the operational oversight of the Corporation.

 The Executive Committee will be comprised of the Officers of the Corporation and regulated by Article 5 of the GSTC By-Laws. In the absence of a limiting Board resolution, between Board meetings the Executive Committee shall exercise all of the Board’s authority permitted by law, except that the Executive Committee shall not have the authority to:

* Adopt, amend or repeal the By-Laws or Articles of Incorporation of the Corporation;
* Purchase, lease or sell real estate or borrow money on behalf of the Corporation;
* Remove an Officer or Director;
* Fill a vacancy on the Board;
* Appoint or remove the Executive Director;
* Approve the annual budget of the Corporation;
* Make amendments to the annual budget exceeding $100.000. If amendments are made they need to be communicated to the board immediately. In such cases where a decision is required that will affect the income of the Corporation the Executive Committee may be authorized to proceed but will need to communicate to the Board within five days of the change; or
* Enter into a partnership agreement or other joint venture with another organization on behalf of the Corporation.

Composition

The Executive Committee is formed by The Officers of the Corporation, as defined in Article 6 of the By-laws are a Chair, Vice-chair, Treasurer, Secretary, and the Executive Director.

Except for the Executive Director, all other offices have to be elected members of the Board of Directors.

In case it is deemed necessary, the Board may also decide to add the positions of Vice-Secretary and Vice-Treasurer, as defined in Article 6.

Election and Terms

Any elected Director is eligible for the Executive Committee. The Board will seek to find a balance between categories and regions when selecting the Committee. While there are no restrictions to any Director it is desirable that Directors considered for the seats are:

* Active members of the Board;
* Willing to commit an additional 2-4 hours a month to the Executive Committee and organization.
* Demonstrate skills and expertise that are aligned with the position they are selected for, this is most relevant for the Treasurer.
* Takes on additional representation and fundraising responsibilities.
* Commitment to attend in person Membership Council Meetings

Shall a member of the Committee resign to its position the Board will elect a new Officer within 2 weeks of the resignation.

Officials shall be in office for 2 years, except the Chair, who will serve for 3 years.

Positions

**Chairperson**

The Chair will preside over all regular and special meetings of the Board of Directors of the Corporation, and shall perform all other duties incident to the office required by the By-Laws or from time to time assigned to him or her by the Board of Directors.

The Chairperson will publicly represent the Corporation and will serve as Chair of the Membership Council.

**Vice-Chairperson**

The Vice-Chair will assist the Chairperson, as requested, in the performance of his or her duties and shall have such other functions as these By-Laws may provide or as the Board of Directors or Chairperson may assign from time to time. In addition the Vice-Chair will the duties incumbent upon the Chairperson during his or her absence or disability.

**Secretary**

The Board of Directors will attend the meetings of the directors and record the proceedings of the Corporation and of the board of directors. He or she shall provide for notification of the Directors of the Corporation of their respective meetings in accordance with these By-Laws of the Corporation, shall record the minutes of such activities, shall be the custodian of the corporate records and seal, and shall perform such other duties as may be required by these By-Laws or as may be assigned by the Board of Directors or the Executive Director with the concurrence of the Board.

**Treasurer**

The Treasurer will be the Financial Director of the Corporation and will receive and deposit in a bank or banks to be approved by the Board of Directors all the monies of the Corporation and keep an accurate account thereof. He or she will make disbursements subject to such regulations as may be determined from time to time by the board of directors, shall monitor the financial operations of the Corporation, and shall make reports of the finances of the Corporation annually and whenever requested by the Board of Directors, Chairperson or Executive Director.

The Treasurer will provide reports at regular Board meetings which will include, as a minimum, the amount at hand at the beginning of the period in question, amounts received since the close of the previous period in question, amounts paid since the close of the previous period, and balance on hand.

He or she shall perform such other duties as may be required by the By-Laws or as may be assigned by the Board of Directors, Chairperson or Executive Director. At the end of his or her term of office, the Treasurer shall deliver to his or her successor all books, monies, and other property of the Corporation then in his or her possession. The Board of Directors may require the Treasurer to give such security as it may direct for the faithful performance of his or her duties.

During the time that the UN Foundation acts as the Fiduciary of the Corporation, the Treasurer will only perform the duties of reporting and due diligence.

Meetings

The Executive Committee shall hold its meetings every first Tuesday of the month. A week before the meeting an agenda will be distributed with any additional documents that are required as well as the minutes of the prior meeting.

A quorum for the purpose of holding and acting at any meeting of the Executive Committee shall be a simple majority of the members thereof.

Resolutions

Decisions should be made by consensus; if consensus is not reached it will follow a simple majority decision. As per the By-laws the Executive Director is an official member of the Executive Team and therefore will count towards quorum and will be able to cast a vote. Decisions of the Executive Committee shall be promptly reported to the Board, and the Board retains the right to nullify any decision of the Executive Committee.